

EXHIBIT 5



November 9, 2022

Southern Public Power District
4550 W Husker Highway
P.O. Box 1687
Grand Island, Nebraska 68802
Telephone: (308) 384-2350

Billy Cutsor, Contracts Manager
Nebraska Public Power District
PO Box 499, 1414-15th Street
Columbus, NE 68602-0499
Email: bjcuto@nppd.com

Re: that certain Agreement for EDR Electric Service under the Economic Development Rate dated October 1, 2021 between Compute North NE05 LLC ("**Project Company**"), Southern Public Power District ("**Southern**") and the Nebraska Public Power District ("**NPPD**") (the "**Minden EDR Agreement**").

Dear all,

As you are aware, the Project Company, Southern and NPPD entered into the Minden EDR Agreement. Pursuant to Article 2, Section 4 of the Minden EDR Agreement, the Project Company may transfer the Minden EDR Agreement after providing Southern and NPPD with written notice of the planned transfer with the name of the transferee and the type of transaction at least thirty (30) calendar days prior to the transfer, provided such transfer maintains the effectiveness of the Project Company's agreement with the state or any political subdivision to provide an economic development project.

The Project Company hereby provides notice to Southern and NPPD that, in connection with the acquisition of CN Borrower LLC, which owns 100% of the equity interests of the Project Company, by GC Data Center Equity Holdings, LLC ("**Purchaser**"), from CN Pledgor LLC, the Project Company intends to assign the Minden EDR Agreement to CN Minden LLC, a Delaware limited liability company. No transfer of interest in the Project Company's agreement with the state or political subdivision to provide economic development was necessary as each of Project Company and CN Minden LLC are already parties to separate agreements to provide economic development projects, and neither economic development agreement will be rendered ineffective by the transfer of the EDR Agreement addressed herein. It is the Project Company's understanding that the proposed transfer is essential to CN Minden LLC's ability to pursue its economic development project.

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We look forward to working with you in connection with the assignment of the Minden EDR Agreement. In the meantime, do not hesitate to contact the undersigned should you have any questions regarding the content of this notice.

Sincerely,

DocuSigned by:



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Compute North NE05 LLC
Andrew Marino
Manager